



ICO North America, Inc.
2300 Carillon Point
Kirkland WA 98033
USA

Tel +1 425 828-8000

Fax +1 425 828-8021

ICO NORTH AMERICA, INC.

Officers' Certificate

Compliance Certificate for quarter ended September 30, 2005

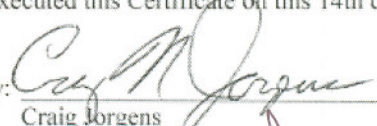
Craig Jorgens, President of ICO North America, Inc., a Delaware corporation (the "Company"), and Dennis Schmitt, Chief Financial Officer of the Company, each do hereby certify on behalf of the Company pursuant to Section 5.03 of the Indenture dated as of August 15, 2005 (the "Indenture") relating to the Company's 7.5% Convertible Senior Secured Notes due 2009 between the Company and The Bank of New York, as trustee (the "Trustee"), that:

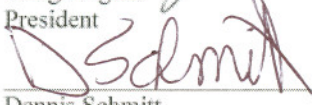
(i) he has read and understands the provisions of the Indenture and the definitions relating thereto, (ii) the statements made in this Officers' Certificate are based upon an examination of the provisions of the Indenture and upon the relevant books and records of the Company, (iii) he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not the covenants and conditions of the Indenture have been complied with and (iv) in his opinion, such covenants and conditions have been complied with; and

(ii) to the best of our knowledge, the Company and its Subsidiaries are in compliance with all applicable FCC Implementation Milestones and all FCC rules, regulations and published policies applicable to their MSS/ATC FCC License, except to the extent that a waiver or extension has been requested, or as would not, individually or in the aggregate, have a material adverse effect on the condition (financial or otherwise), results of operations, business or prospects of the Company and its Subsidiaries taken as a whole.

Defined terms used but not defined herein shall have the meanings ascribed to them in the Indenture.

IN WITNESS WHEREOF, each of the undersigned has executed this Certificate on this 14th day of November 2005.

By: 
Craig Jorgens
President

By: 
Dennis Schmitt
Chief Financial Officer



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ICO NORTH AMERICA, INC.

Officer's Certificate

Pursuant to Section 5.03(a) of the Indenture

Dennis Schmitt, Chief Financial Officer of ICO North America, Inc., a Delaware corporation (the "Company"), hereby certifies on behalf of the Company pursuant to Section 5.03(a) of the Indenture dated as of August 15, 2005 (the "Indenture") relating to the Company's 7.5% Convertible Senior Secured Notes due 2009 between the Company and The Bank of New York, as trustee, that (i) he has read and understands the provisions of the Indenture and the definitions relating thereto, (ii) the statements made in this Officers' Certificate are based upon an examination of the provisions of the Indenture and upon the relevant books and records of the Company, (iii) he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not any Default (as defined in the Indenture) has occurred and is continuing under Indenture and (iv) in his opinion, no Default has occurred and is continuing under the Indenture.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 14th day of November 2005.

By: 
Dennis Schmitt
Chief Financial Officer